

# **SNOW SEARCHERS SKI CLUB**

## **BYLAWS**

November 1993

### **ARTICLE I (Organization)**

#### **Section 1.**

The Name of the club shall be The Snow Searchers Ski Club, Inc.

#### **Section 2.**

In consideration of the written consent of the Commanding Officer of NRL for the Club to exist and operate on the installation, the Club agrees to comply with and acknowledges the authority of the Commanding Officer to enforce compliance with requirements and provision of CMMI 790.7. sub-chapter 7, 16 June 1970, particularly paragraph 7-6, DOD Directive 100.15, 22 September 1978, as revised or superseded and other applicable directives, rules, laws, regulations, or other requirements of Navy, DOD or United States Government. Further, it is recognized that the Commanding Officer, NRL, may do all other things necessary and proper in exercising such authority so as to protect the interests of the NRL, the Navy, and the U.S. Government.

#### **Section 3.**

The Club is a self sustaining private, non-profit organization incorporated under the laws of the State of Maryland. The purpose of the Club is to encourage participation in the sport of snow skiing and arrange ski trips and other activities for the enjoyment of the members and their guests.

#### **Section 4.**

The Articles of Incorporation and these Bylaws shall be the governing rules of the Snow Searchers Ski Club. Initially, the Bylaws must be adopted by a majority of the Board of Directors at an organizational meeting and ratified by a majority vote of the voting membership at a meeting of the Club called for such purpose. The Bylaws must be consistent with the laws of Maryland and Articles of Incorporation.

## **ARTICLE II (Membership)**

### **Section 1.**

Membership in the Club shall be designated as: Full, Complimentary, and Associate:

- a. Full - Membership limited to persons, military or civilian, full or part time, employed by, or retired from the Naval Research Laboratory, including NRL badged contractors and any member of their immediate family, and survivors of deceased NRL employees or retirees.
- b. Complimentary - Membership awarded for a year of exceptional service to the sport of skiing or to the club. Complimentary membership is granted by a majority vote of the Board of Directors.
- c. Associate - All other members.

Ex-NRL employees, contractors or DOD personnel not covered in Article II, Section 1, paragraph 1, who are members in good standing, may continue membership provided dues are paid as per Article III. Failure to keep continuous membership will result in loss of membership rights.

### **Section 2.**

Membership is contingent of receipt of approval of application by the Board of Directors and payment of annual dues.

### **Section 3.**

All full members shall be entitled to vote on all matters submitted to a vote of the general membership, and to hold a office. To cast a vote a member must be present at the present meeting.

### **Section 4.**

All applicants under eighteen years of age must have written parental consent as a condition of membership.

### **Section 5.**

Complimentary memberships shall be recommended by the Board of Directors and approved by two-thirds of the quorum of the membership at an announced meeting.

### **Section 6.**

The Board of Directors may revoke the membership of any member for conduct which proves detrimental to the Club or its members. Said member may appeal this decision and bring the matter before the general membership at an announced meeting. After a general debate, a vote will be taken among eligible voters present, with a simple majority vote upholding or defeating the decision.

### **Section 7.**

Each member will be issued a numbered membership card.

### **Section 8.**

New members will be assigned the next highest membership number. Members who renew on time will receive the next lowest available membership number.

## **ARTICLE III (Dues)**

### **Section 1.**

Membership dues shall be established by the Board of Directors before September of each year. The Annual membership year coincides with the fiscal year, 01 October thru 30 September. The Summer membership year begins 01 May and extends through 30 September.

### **Section 2.**

Annual membership dues are payable on or before the December meeting. Members who have not paid their dues by the December meeting will be dropped from the membership roster and mailing list.

### **Section 3.**

Members without an NRL Mailing address shall have added to their dues a nominal fee (to be set by the Board of Directors) to cover postage costs of club mailings.

## **ARTICLE IV (Meetings)**

### **Section 1.**

An annual meeting shall be held in the month of April each year. There purpose of this meeting is to hold a general election, give awards, and other annual business.

### **Section 2.**

Regular meetings will be held October through April.

### **Section 3.**

At least two weeks notice must be given prior to all meetings. This notice shall appear in the Labstracts and/or Club newsletter.

### **Section 4.**

The Board of Directors shall manage the affairs of the Club and shall meet as often as necessary to do so. A Board of Directors meeting may be called by any Director when he deems it necessary. Meetings will be open to the general membership, but voting will be restricted to elected Directors (see Art. V. Set 1.)

### **Section 5.**

Meetings are to be conducted according to Roberts Rules of Order.

### **Section 6.**

A quorum for the Board of Directors' meetings shall be four Directors.

### **Section 7.**

A quorum for a general membership meeting shall consist of 10% of the full membership or 15 members, whichever is largest.

### **Section 8.**

All Directors shall be notified of a Board of Directors meeting in writing or personally at least one week prior to the date of the meeting. Except in the case of emergency meetings where verbal notice shall suffice.

### **Section 9.**

A petition signed by 20% of the total membership eligible to vote shall be sufficient to call a special meeting. The Board of Directors may also call a special meeting with a simple majority vote in favor of a special meeting. Two weeks prior notice to the entire membership is required and the notice must include the reason for the meeting.

## **ARTICLE V (Government)**

### **Officials (elected) and Their Duties**

#### **Section 1.**

The officers of the Club shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors shall consist of seven Directors, defined as three Directors at Large, plus the officers of the Club. Each Director shall be elected by the general membership and hold office for one fiscal year. There shall be no limit to the number of terms a person can serve. Members of the Board must attend a least four (4) regularly scheduled Board meetings in a twelve month period. Failure to do so will result in a recall vote which will be initiated by the Board of Directors.

#### **Section 2.**

The number of Directors at Large may be increased or decreased by amendment to the Bylaws.

### **Section 3.**

The President shall preside at all meetings of the members and Board of Directors and shall, in general, supervise all of the business and affairs of the Club. The President may sign, with the Board of Directors, any contracts or other instruments which the Board has authorized to be executed, may sign checks as provided in Article X, Section 3 and, in general, shall perform all duties incident to the office of President or as prescribed by the Board of Directors.

### **Section 4.**

The Vice President shall perform in the capacity of President when the latter is absent, is unable or refuses to act. The Vice-President shall also perform other duties as may be assigned by the President or by the Board of Directors.

### **Section 5.**

The Secretary shall keep the minutes of all meetings of members and the Board of Directors and shall be custodian of the Clubs records, except financial records which shall be in the custody of the Treasurer. The Secretary shall see that all notices are distributed as necessary, shall keep a record of all members and their addresses, and shall perform other duties as may be assigned by the Board of Directors.

### **Section 6.**

The Treasurer shall be bonded in such a sum as determined by the Board of Directors. The Treasurer shall have charge and custody of and be accountable for all funds of the Club and keep its books and financial records. The Treasurer shall receive and disburse and give receipts for moneys due and payable, and shall deposit all such moneys in the Club according to Article X. The Treasurer shall perform all the duties incident to the office of Treasurer and other duties as assigned by the Board of Directors.

### **Section 7.**

The Board of Directors shall be the decision making body of the Club and shall be consulted by the officers in all matters concerning the Club.

## **Section 8.**

Any Presidential decision may be reversed or altered by two-thirds majority vote of the Board of Directors. Any decision made by the Board of Directors may be reversed or altered by a two-thirds majority vote of a quorum of the general voting membership.

## **Section 9.**

In the event of a vacancy on the Board of Directors, the remaining Board members will appoint a replacement.

# **ARTICLE VI (Appointed officials)**

## **Section 1.**

The President shall submit names of candidates to fill the positions as “Appointed Officials”, but it is the duty of the Board of Directors to appoint them.

## **Section 2.**

The “Appointed Officials” shall include;

- a) Bylaws Chairperson
- b) Membership Chairperson
- c) Newsletter Editor
- d) Trip Chairperson

But are not limited to the preceding.

## **Section 3.**

These officials shall appoint their own committees, subject to approval by the Board of Directors.

## **Section 4.**

The Appointed Officials must be members in good standing and may include Board Members.

## **Section 5.**

The Appointed Officials are ex-officio positions unless the Appointed Official is already a member of the Board of Directors.

## **ARTICLE VII (Publications and Notices)**

### **Section 1.**

Announcements of all meetings will be published in the Labstracts or an equal instrument of Communication.

### **Section 2.**

The Club will publish their own newsletter to inform members of upcoming events. The newsletter shall be published monthly following each general meeting.

## **ARTICLE VIII (Trips and Trip Leaders)**

### **Section 1.**

All events and trips shall have a trip leader and assistant trip leader, with both being appointed and approved by the Board of Directors.

### **Section 2.**

A financial statement, in a form prescribed by the Board of Directors, must be prepared within two weeks after the return of the trip by all trip leaders and presented to the Board of Directors with separate copies given to the Treasurer and Trip Chair-person, and shall be made available to the general membership on request.

### **Section 3.**

All free trips must be given prior approval by the Board of Directors.

### **Section 4.**

Deposits for one day trips shall be equal to the full cost of the bus, lift, and lessons and rentals if required. Deposits for overnight trips shall be equal to the per capita deposits required by the resort for lodging and/or per capita cost of transportation or both if needed.



### **Section 5.**

A guest fee, to be determined by the Board of Directors, will be assessed each guest.

### **Section 6.**

Payments for day trips are only refundable for that portion of the trip cost for which the club is not liable. Deposits/payments for overnight trips are subject to a cancellation fee set by the Board of Directors.

Deposits/payments for trips are fully refundable when the trip is cancelled by the Club, or the depositors/payees locate another person to take their place on the trip.

## **ARTICLE X (Finances)**

### **Section 1.**

The fiscal year of the Club shall run from October 1 to September 30 of the following year. The Snow Searchers Ski Club, Inc. is a non-profit Ski Club whose funds shall be deposited to the Clubs credit in the NRL Federal Credit Union, or another financial institution approved by the Board of Directors, to be drawn upon for operating expenses as authorized by the Board of Directors.

### **Section 2.**

A checking account may be maintained by the Club at a local area bank. The maximum balance shall be \$300.00.

### **Section 3.**

All checks, or withdrawals, shall be signed for by the President or, in the President's absence, Vice President or Treasurer.

### **Section 4.**

All expenditures shall be approved by the Board of Directors and supported by a voucher or some other form of proof acceptable to the Board.

## **Section 5.**

The Treasurer shall give a financial statement when requested by the Board of Directors and shall give a report of the Clubs financial standing at the Pre-Season and Annual meetings.

## **Section 6.**

The financial books shall be kept by the Treasurer in accordance with accepted accounting practices, shall be available for viewing by the general membership at reasonable times, and shall be audited within ninety (90) days after the Annual meeting by a qualified accountant to be designated by the Board of Directors.

# **ARTICLE XI (Amendments)**

## **Section 1.**

A Bylaw Committee shall be appointed annually by the Bylaws committee Chairperson after consultation with the Board of Directors.

## **Section 2.**

The Bylaws Committee will study the existing Bylaws, solicit and make recommendations for changes and present their finding to the Board of Directors.

## **Section 3.**

Amendments to the Bylaws may be proposed by the Board of Directors or by a petition signed by twenty per cent (20%) of the voting membership.

## **Section 4.**

The Bylaws can be amended or repealed only at a general membership meeting of which prior notice has been given to the members. The notice shall contain the text of the proposed changes. Adoption of a proposed change shall require a majority vote of a quorum of the voting membership. Copies of all changes must be promptly submitted to the Commanding Officer of NRL.

### **Section 5.**

Recall of a member of the Board of Directors may be proposed by the Board of Directors or by petition signed by (20%) of the Clubs total membership.

### **Section 6.**

A hearing on the proposed recall or impeachment shall be held at a general membership meeting, of which notice has been given to all members at least two (2) weeks and not more than seven (7) weeks in advance. The notice shall include the reasons for the proposed removal. Recall of a Director shall require two-thirds (2/3) vote of a quorum of the general membership.

### **Section 7.**

The Board of Directors may remove any director for failure to attend four (4) regularly scheduled Board meetings in a twelve month period, or for failure to perform the duties of his/her office. The removal shall require a two-third (2/3) vote of the full Board after giving the Director thirty (30) days notice and an opportunity for a hearing.

## **ARTICLE XII (Elections)**

### **Section 1.**

Elections of the President, Vice President, Secretary, Treasurer, and of the Directors at Large, shall be held annually at the April meeting.

### **Section 2.**

Advance notice of Elections shall be given to all members. The notice shall include the persons running for each office.

### **Section 3.**

All persons seeking an office shall submit their names and office(s) desired by the March meeting.

#### **Section 4.**

Elections shall be conducted by an elections committee consisting of three (3) club members appointed by the Board of Directors. These three (3) members cannot be current Directors or Candidates. Voting shall be done by secret ballot. The elections committee shall distribute ballots to all members at least two weeks prior to the April meeting, and have ballots available at the April meeting. Members may mail their ballots to the elections committee or turn in their ballots at the April Meeting. The elections committee shall count the ballots and present the results to the club at the April meeting.

#### **Section 5.**

In the event of a tie, a run off election shall be held as soon as possible after the tie is discovered.

### **ARTICLE XIII (Assets and Dissolution)**

#### **Section 1.**

No part of the assets of the Club shall inure to the benefit of any member, Director of the Club, or any private individual and not such member, Director, or individual shall be entitled to share in the distribution of the Clubs assets on dissolution. Upon winding up and dissolution of the Club, after payment of its debts and obligations, remaining assets will be distributed in accordance with the Articles of Incorporation or Corporate Charter and in accordance with the laws of the State of Incorporation.

### **ARTICLE XIV (Indemnity Clause)**

#### **Section 1.**

The Club assumes all liability and shall indemnify and save harmless, NRL the Commanding Officer NRL, The United States Navy, the United States Government, it's Directors, and enlisted personnel, agents, servants, employees and assigns, hereafter designated "representatives" from and against any loss, damage, or injury which may be sustained by any person or persons, employee, servants, agents, members, enlisted personnel or other representative of the Club, NRL, or the United States Government, or third persons, as a result of the Clubs operations or the actions or failure to act of its Directors, members, employees, guest, agents, servants, assigns, hereafter designated "representatives", whatsoever.

## **Section 2.**

The Club agrees that it shall reimburse NRL, the Commanding Officer NRL, the United States Navy, the United States Government, or its representatives, for any judgement or expenses occasioned them any claims, demands, suits, actions or cause of action whatsoever occasioned by the Club or actions or inaction of the Clubs representatives.

## **ARTICLE XV (Insurance)**

### **Section 1.**

The Club shall carry such types and amount of insurance, if any as may be required under Article I, Section 2, of these Bylaws or by the Board of Directors, or both, to protect the Club against public liability and property damage or other claims or actions which may arise from the activities of the Club or a members actions on its behalf.